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OF COUNSEL
URBAN A. LESTER

March 30, 1999

RECORDATION NO. 17963-D FILED

MAR 30 '99

4-00PM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Release of Security Agreement, dated as of February 23, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement previously filed with the Commission under Recordation Number 17963-C.

The names and addresses of the parties to the enclosed document are:

Debtor: ATEL Cash Distribution Fund IV, L.P.
235 Pine Street, 6th Floor
San Francisco, California 94104

Secured Party: SunAmerica Corporate Finance
1 SunAmerica Center
Century City
Los Angeles, California 90067

A description of the railroad equipment covered by the enclosed document is:
all the equipment in the Security Agreement previously filed therein.

Mr. Vernon A. Williams
March 30, 1999
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

Surface Transportation Board
Washington, D.C. 20423-0001

OFFICE OF THE SECRETARY

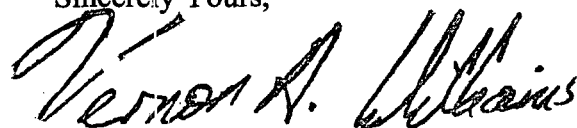
March 30, 1999

Robert W. Alvord
Alvord & Alvord
918 16th Street NW
Washington DC 20006-2973

Dear Mr. Alvord:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on March 30, 1999 at 4:00 PM, and assigned
recordation number(s) 17963-D and 22090.

Sincerely Yours,



Vernon A. Williams
Secretary

Enclosure(s)

\$ 52.00 (charged to account) The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature: _____



RELEASE OF SECURITY AGREEMENT

MAR 30 '99

4-00PM

On December 1, 1994, ATEL Cash Distribution Fund IV, L.P., a California limited partnership, with its chief place of business located at 235 Pine Street, 6th Floor, San Francisco, CA 94104 ("Debtor") and Sun Life Insurance Company of America, an Arizona corporation with a representative office in Houston, Texas, whose address for notice is 1 SunAmerica Center, Century City, Los Angeles, CA 90067-6002, Attn: SunAmerica Corporate Finance ("Secured Party") entered into a Security Agreement;

WHEREBY Debtor granted to Secured Party a security interest in and general lien upon the Lease (as defined below) and the equipment leased under the Lease by Debtor as Lessor to Union Tank Car Company, a Delaware Corporation, with its corporate headquarters at 111 West Jackson Boulevard, Chicago, IL ("Lessee") pursuant to a Master Railcar Lease Agreement No. UNIO1 dated as of September 1, 1992, and the equipment described in Equipment Schedule Nos. 1 and 2, dated October 1, 1992, (the Equipment Schedule Nos. 1 and 2, as they may be amended or modified, shall be deemed as the "Lease"). Debtor filed a Memorandum of Understanding with the Secured Party on February 23, 1995, File No. 17963-C.

NOW THEREFORE, Secured Party grants to Debtor its security interest in and general lien upon the Lease and

Executed as of February 23, 1999.

Secured Party:

SunAmerica Corporate Finance

Debtor:

ATEL Cash Distribution Fund IV, L.P.

By ATEL Financial Corporation

Its General Partner

By: Jona H. Vacek

Title:

Jona H. Vacek
Authorized Agent

STATE OF TexasCOUNTY OF Harris

)ss

On 2/23/99 before me, the undersigned officer, personally appeared Jona Vacek, [personally known to me] [proved to me on the basis of satisfactory evidence] to be the person(s) whose name(s) is subscribed to this instrument and acknowledged to me that she executed the same in her authorized capacity(ies), and that by her signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Notary Public

My Commission expires: 6-10-2002

(Notarial Seal)

By: Vasco H. Morais

Title:

Vasco H. Morais
Sr. Vice President
of General Partner

STATE OF CaliforniaCOUNTY OF San Francisco

)ss

On 2/24/99 before me, the undersigned officer, personally appeared Vasco H. Morais, [personally known to me] [proved to me on the basis of satisfactory evidence] to be the person(s) whose name(s) is subscribed to this instrument and acknowledged to me that he executed the same in his authorized capacity(ies), and that by his signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Notary Public

My Commission expires: 9.15.99

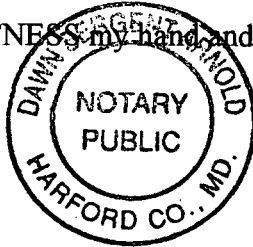
(Notarial Seal)



STATE OF MARYLAND
SS:
CITY OF BALTIMORE

THIS IS TO CERTIFY that the attached Release of Security Agreement is a true and complete copy of said Release of Security Agreement.

WITNESS my hand and seal this 30th day of March, 1999.



Dawn Sargent Arnold
Notary Public

My Commission Expires: **My Commission Expires 05/26/2002**